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DATE FILED: 8/11/08

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

SANDRA WALSH, individually and on behalf of all  
others similarly situated,

Plaintiff,

v.

CITIGROUP INC., CHARLES PRINCE, ROBERT E.  
RUBIN, C. MICHAEL ARMSTRONG, ALAIN J.P.  
BELDA, GEORGE DAVID, KENNETH T. DERR,  
JOHN M. DEUTCH, ROBERTO HERNANDEZ  
RAMIREZ, ANDREW N. LIVERIS, ANN  
MULCAHY, RICHARD D. PARSONS, JUDITH  
RODIN, ROBERT L. RYAN, FRANKLIN A.  
THOMAS, ANN DIBBLE JORDAN, KLAUS  
KLEINFELD, DUDLEY C. MECUM, THE PLANS  
ADMINISTRATIVE COMMITTEE OF CITIGROUP  
INC., THE 401(k) INVESTMENT COMMITTEE, and  
JOHN AND JANE DOES 1-20,

Defendants.

No. 08 Civ. 6177 (SHS)

ECF Case

**STIPULATION AND ~~PROPOSED~~ ORDER  
GOVERNING ACCEPTANCE OF SERVICE OF PROCESS AND  
EXTENDING TIME FOR DEFENDANTS TO ANSWER, MOVE  
AGAINST, OR OTHERWISE RESPOND TO THE COMPLAINT**

WHEREAS the Complaint in the above-captioned action (the "Action")  
was filed on or about July 7, 2008;

WHEREAS the Complaint raises similar allegations under ERISA as  
thirteen actions previously filed in this District, the first-filed of which is captioned *Gray*  
*v. Citigroup Inc., et al.*, No. 07 Civ. 9790 (SHS), that have been consolidated by order of  
the Court (the "Consolidated Actions");

WHEREAS the parties to the Action agree that the Action should be  
consolidated with the Consolidated Actions;

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WHEREAS there have been no previous requests for an extension of time to answer, move against, or otherwise respond to the Complaint;

IT IS HEREBY STIPULATED AND AGREED by and among the undersigned counsel for the parties that Paul, Weiss, Rifkind, Wharton & Garrison LLP accepts service in the Action on behalf of all of the above-named defendants.

IT IS FURTHER STIPULATED AND AGREED that if the Action is consolidated with the Consolidated Actions, then Defendants need not answer, move against, or otherwise respond to the Complaint and will answer, move against, or otherwise respond to the consolidated amended complaint in the Consolidated Actions on a schedule set by the Court; and


IT IS FURTHER STIPULATED AND AGREED that if the Action is not consolidated with the Consolidated Actions, then Defendants' time to answer, move against, or otherwise respond to the Complaint is extended to the later of (i) the time a response is due to the consolidated amended complaint in the Consolidated Actions, and (ii) 30 days after Plaintiff's counsel notifies Defendants' counsel in writing that a response is due.

IT IS FURTHER STIPULATED AND AGREED that nothing herein shall be deemed to constitute a waiver of any defenses in this action. Defendants reserve all arguments and defenses in the Actions.

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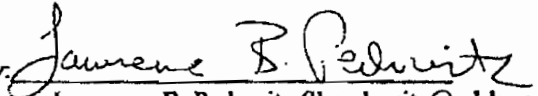
Dated: August 8, 2008  
New York, New York

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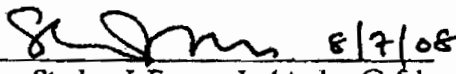
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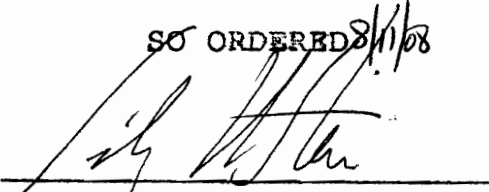
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SO ORDERED 8/11/08  
  
SIDNEY H. STEIN  
U.S.D.J.